

St. John's Law Review

Volume 24
Number 2 *Volume 24, April 1950, Number 2*

Article 21

May 2013

Cases and Materials on Corporations (2nd ed.)(Book Review)

Bruno Schachner

Follow this and additional works at: <https://scholarship.law.stjohns.edu/lawreview>

Recommended Citation

Schachner, Bruno (1950) "Cases and Materials on Corporations (2nd ed.)(Book Review)," *St. John's Law Review*. Vol. 24 : No. 2 , Article 21.

Available at: <https://scholarship.law.stjohns.edu/lawreview/vol24/iss2/21>

This Book Review is brought to you for free and open access by the Journals at St. John's Law Scholarship Repository. It has been accepted for inclusion in St. John's Law Review by an authorized editor of St. John's Law Scholarship Repository. For more information, please contact selbyc@stjohns.edu.

the demand calls for the next edition of this work, Professor Newman should be able to erase this criticism.

Professor Newman's book will be helpful to the student who needs text material to supplement the case book. Considering the fact that in a text of less than 395 pages an effort has been made to "present a rounded picture"⁸ of trust law, the author can feel he has made a worthwhile contribution to the law of trusts.

JAMES J. LENOIR.*

CASES AND MATERIALS ON CORPORATIONS (2nd Ed.). By Louis Prashker.¹ Brooklyn: St. John's University School of Law, 1949. Pp. 930. \$10.00.

The second edition of Professor Prashker's case book consolidates the first edition, its supplement, and new material. This consolidation has brought the book up to date, and rigorous pruning has accomplished a considerable saving in bulk without vital loss.

I have not attempted to test the excellence of the book as a teaching tool by searching minutely for all my favorite cases on the subject. Suffice it to say that I have found it wholly admirable in conception and entirely successful in execution. The conception is novel in its candor, but full of the wisdom which is the reflection of Professor Prashker's long and successful teaching career.

In his introduction he frankly announces that if a case book becomes overly long and complex, students have been known to find shortcuts to knowledge, no matter how carefully it is withheld from them.

This insight needs to be propagated more widely among law teachers, too many of whom seem wedded to the principle that legal knowledge must be shielded by obscurity, like Brünhilde by a ring of fire, lest the unworthy defile her. Of course, law teaching must deal with method even more than with knowledge, but teachers of law are competing with an educational underworld of outlines, etc., and educational tools, if they are to be used, in addition to being required, must prove their worth against that competition.

In this competition the case book that limits itself to "cases" does not stand up too well. Generally, the case method, as the exclusive method of lawyer training, is no longer unquestionably considered the best; and perhaps it is now nowhere applied in its pure form. Many causes undoubtedly joined to bring this about. Among them is what Mr. Justice Jackson² referred to as "inflation" of precedents; the vast outpouring of precedents, which correspondingly reduces the unit value. Also, the field of law has become so vast that it can be covered only in small part by intensive concentration on cases. Last, but not least, is the notion stressed particularly by Jerome Frank³ that

⁸ P. IV.

* Professor of Law, The University of Georgia School of Law.

¹ Professor of Law, St. John's University School of Law.

² Robert H. Jackson, Address of May 9, 1944, to the American Law Institute, 28 J. AM. JUD. SOC'Y 6.

³ FRANK, COURTS ON TRIAL (1949), *passim*.

few of the actual problems with which lawyers must deal are reflected in upper court opinions. It follows that legal training which limits itself exclusively to such opinions is inadequate. Perhaps in partial recognition of these considerations, over the years since Langdell first startled law schools with his innovations, case books, themselves, have more frankly become collections of "materials" as well as cases. Professor Prashker's book is in line with this trend, and the inclusion of "materials" naturally led to reduction of space allotted to "cases." Frequently, Professor Prashker includes only excerpts, and he also makes excellent use of mere abstracts of cases; a technique, I believe first, and certainly brilliantly, used by Llewellyn in his casebook on Sales.⁴

Statutory material, particularly New York material, is ample; and there are a good index and table of cases. The book is copiously annotated, particularly with references to recent law review writing, so that if more intensive study of particular topics is desired, the student can readily find his own way. Most chapters are introduced by short statements by the author highlighting the problems, which should prove helpful to the novice. I am not sure that it was an equally happy idea to include questions addressed to the student; perhaps, such matters are best left to the classroom.

Like most other case books on corporations, Professor Prashker's contains examples of the more usual corporate forms. In each case, his are forms of almost schematic simplicity, which seem better adapted for student use than the more complicated ones usually included. After all, the best way to understand the complex is to recognize it as no more than an elaboration of the simple.

The judgment about choice of topics is good. Perhaps there is a little too much on corporate entity, *ultra vires*, and *de facto* corporations, but at any rate the newer and more important topics have not been neglected. For example, there is material on the SEC; liability for costs in stockholders' derivative actions and the effect of the income tax law on dividend policy are at least touched on. On such matters compromise is inevitable, and I think Professor Prashker's is a fair one.

On the whole, it is an excellent book which students will want to carry with them into practice and which even many practitioners may find useful for quick reference.

BRUNO SCHACHNER.*

HUMAN RIGHTS, COMMENTS AND INTERPRETATIONS. A Symposium edited by UNESCO. New York: Columbia University Press, 1949. Pp. 288. \$3.75.

This collection of papers on human rights, representing the effort made by UNESCO to formulate a declaration of such rights as are deemed indispensable for man, will provoke varying degrees of cynicism. For some, the very number of conflicting interpretations given to the notion of human rights will be cause enough to disparage the entire issue, and others, having in mind the obvious practical ineffectiveness of UNESCO, will unhesitatingly group

⁴ LLEWELLYN, *CASES AND MATERIALS ON THE LAW OF SALES* (1930).

* Assistant United States Attorney.